

AS

BEFORE  
THE PUBLIC SERVICE COMMISSION OF  
SOUTH CAROLINA  
DOCKET NO. 96-143-C - ORDER NO. 96-587 ✓  
AUGUST 23, 1996

IN RE: Application of Automated Communications, ) ORDER  
Inc. DBA AC America for Approval of a ) GRANTING  
Sale of Assets to Phoenix Network, Inc. ) RECONSIDERATION  
 ) AND APPROVING  
 ) TRANSFER  
 ) OF ASSETS

This matter comes before the Public Service Commission of South Carolina (the Commission) on the Application of Automated Communications, Inc. (ACI) DBA AC America for approval of the sale of its assets to Phoenix Network, Inc. (Phoenix). ACI will cease doing business after the transfer and ACI seeks cancellation of its Certificate. The Applicant originally asked for waiver of the hearing in this matter, based on the small amount of assets involved. Pursuant to our Order No. 96-516, the waiver was denied, and an extension of the prefiled date was granted. ACI requested reconsideration of the denial of the waiver and submitted verified testimony. Because of the reasoning as stated below, we hereby grant reconsideration, and approve the transfer of the assets from ACI to Phoenix.

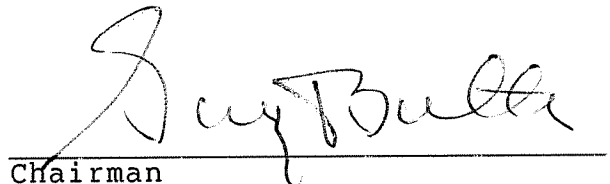
The verified testimony of Gary Albrecht was filed. Albrecht states that on ACI's behalf, he participated in the negotiation, preparation, and consummation of an Agreement and Plan of Merger whereby ACI agreed to convey, and Phoenix agreed to acquire,

substantially all the assets and liabilities of ACI under the terms specified in the Merger Agreement. The assets that were transferred include, among others, all of ACI's retail long distance telecommunications services customer accounts, including, but not limited to, all customer lists, records, billing information, subscription agreements, contracts, arrangements, and other understandings between ACI and its retail customers. According to Albrecht, the transfer of assets will have no appreciable affect on ACI's customer base at this time. Further, Albrecht states that Phoenix offers a more comprehensive array of products and services than ACI. Phoenix plans to amend its tariff as necessary to incorporate the changes.

The Commission has examined this matter, and agrees that the request and Application for Approval of Assets should be granted. The Certificate of Public Convenience and Necessity held by Automated Communications is hereby cancelled.

This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:

  
Chairman

ATTEST:

  
Executive Director

(SEAL)